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September 13, 2004

VIA HAND-DELIVERY

Mary L. Cottrell, Secretary
Department of Telecommunications and Energy
One South Station
Boston, Massachusetts 02110

**RE: Petition of Boston Edison Company and Commonwealth Electric Company
for Approvals Relating to the Termination of Purchase Power Agreements
with MassPower, DTE 04-61.**

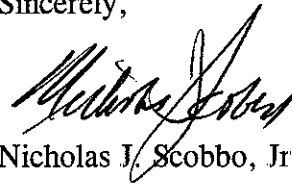
Dear Secretary Cottrell,

Enclosed is an original and five copies of the Amended Petition of Massachusetts
Municipal Wholesale Electric Company for Limited Participant Status in the above-entitled
proceeding.

Kindly file and docket same.

If you have any questions with respect to the enclosed, please let me know.

Sincerely,



Nicholas J. Scobbo, Jr.

NJS:nbc
Enclosure

cc: Robert N. Werlin, Esquire (by hand)
Joan Foster Evans, Hearing Officer (by hand)
DTE.e-filing@state.ma.us
joan.evans@state.ma.us
Colleen McConnell, Esq. (by mail)
Mary Beth Gentleman, Esq. (by mail)
Jonathan S. Klavens, Esq. (by mail)

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**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

Petition of Boston Edison Company and)	
Commonwealth Electric Company for)	
Approvals Relating to the Termination of)	D.T.E. 04-61
Purchase Power Agreements with MassPower)	
)	

**AMENDED PETITION OF MASSACHUSETTS MUNICIPAL
WHOLESALE ELECTRIC COMPANY FOR LIMITED PARTICIPANT STATUS**

The Massachusetts Municipal Wholesale Electric Company ("MMWEC"), pursuant to 220 Code Mass. Reg. 1.03 and 1.04, hereby requests that it be granted leave to amend its Petition to Intervene in the above entitled proceeding by substituting therefor this Amended Petition For Limited Participant Status. MMWEC hereby withdraws its request to intervene as a full party, and instead requests leave to participate in the proceeding as a limited participant. MMWEC intends to participate in this proceeding for informational purposes as the outcome of this docket affects MMWEC's entitlement in the output of the MassPower generating facility. MMWEC does not seek rights attendant to full party status, including appellate rights. In support thereof, MMWEC asserts the following:

A. MMWEC

1. MMWEC is a public corporation and political subdivision of the Commonwealth, is constituted a public instrumentality as provided in its enabling legislation, St. 1975, c. 775, and is in a superior position to represent its interests.

2. The name and the address of the petitioner is:

Massachusetts Municipal Wholesale Electric Company
Moody Street
Post Office Box 426
Ludlow, Massachusetts 01056

- 3 All correspondence concerning this petition and other subsequent proceedings in this matter should be directed to:

Nicholas J. Scobbo, Jr., Esquire
Robert M. Granger, Esquire
Ferriter Scobbo & Rodophele, PC
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Boston, Massachusetts 02110
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Roger W. Bacon
Director of Power Services
Massachusetts Municipal Wholesale
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Moody Street, P.O. Box 426
Ludlow, Massachusetts 01056
Telephone: 413-589-0141
Fax: 413-589-1585
e-mail: rbacon@mmwec.org

4. MMWEC is substantially and specifically affected by these proceedings as set forth below.

B. BACKGROUND

5. On July 7, 2004, Boston Edison Company ("BECO") and Commonwealth Electric Company ("CELCO") filed with the Department of Telecommunications and Energy ("Department") for approvals of the buyout and termination of their respective Purchase Power Agreements ("PPAs") with MassPower and the associated ratemaking treatment.

6. BECO and CELCO have three PPAs to purchase power from the MassPower generating facility located at Indian Orchard, Massachusetts. The generating facility has a summer capacity rating of 231.5 MW and a winter capacity rating of 270 MW, according to testimony filed by the companies. *Testimony of Geoffrey O. Lubbock at 11*. On information and belief, BECO serves as lead participant for the MassPower unit on the records of ISO New England, Inc.

7. BECO has a 44.3% entitlement in the output of the facility which is capped at 117 MW in the winter, and 100 MW in the summer. The term of the BECO PPA runs through December 31, 2013. *Lubbock Testimony at 11.*

8. CELCO has two PPAs with MassPower. Pursuant to each of these PPAs, CELCO has an 11.11% entitlement in the output of the MassPower facility, or 29.67 MW in the winter, and 25.45 MW in the summer. The term of the first PPA runs through July 31, 2008. The term of the second PPA runs through July 31, 2013. *Lubbock Testimony at 12.*

9. In this proceeding, BECO and CELCO seek approval of a termination agreement that would extinguish all obligations for BECO and CELCO to purchase power under the PPAs. In return, they are required to pay MassPower an upfront termination payment.

C. MMWEC'S INTEREST IN THIS PROCEEDING

10. MMWEC has a 7.86% entitlement in the output of the MassPower generating facility under a PPA with MassPower.

11. MMWEC sells the capacity and energy derived from its entitlement in the MassPower facility to six municipal light plants in Massachusetts.

12. If BECO and CELCO terminate their PPAs with MassPower, it is not clear whether or how MassPower would be able to continue to operate the facility. The entitlements of BECO and CELCO total more than half the capacity of the MassPower generating facility. Unless MassPower has another buyer for the entitlements which BECO and CELCO seek to terminate, MassPower may be unable to continue to operate the unit.

13. If the BECO and CELCO PPAs are terminated, MassPower may not be able to provide MMWEC with its entitlement in the MassPower generating facility. Because the

Department's approval of the termination agreement could affect MMWEC's rights under its PPA with MassPower, MMWEC is specifically and substantially affected by this proceeding.

14. MMWEC requests the right to participate in the proceeding on a limited basis as it deems necessary, including the filing of discovery and written comments, receipt of all notices and filings, attendance at procedural and public hearings, submittal of briefs at the close of the proceeding, and such other rights as may be afforded to limited participants in this proceeding.

WHEREFORE, MMWEC respectfully requests that the Department grant it leave to amend its Petition to Intervene, and grant MMWEC leave to participate in the proceeding as a limited participant, as set forth herein.

MASSACHUSETTS MUNICIPAL
WHOLESALE ELECTRIC COMPANY

By its attorneys,



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Dated: September 13, 2004

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DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

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CERTIFICATE OF SERVICE

I, Nicholas J. Scobbo, Jr., hereby certify that I have this day served the foregoing on counsel for Boston Edison Company and Commonwealth Electric Company in the above proceeding by hand delivery and on the Attorney General and counsel for MassPower and the Cape Light Compact by mail.



Nicholas J. Scobbo, Jr.

Dated: September 13, 2004

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